

1/23/06 - (6)

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Organization

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(General Laws Chapter 156D, Section 2.02; 950 CMR 113.16)

ARTICLE I

The exact name of the corporation is:

JAGDEEP CORPORATION

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

- (a) to engage in the business of operating, investing, and maintaining restaurant store operations and related activities needed for such business, including the sale of alcoholic beverages.
- (b) To carry on any business activity which may be lawfully carried on by a corporation organized under GL 156D whether or not related to those referred to in the preceding paragraph.

ARTICLE III

State the total number of shares and par value, * if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	20,000			

*G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.

ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

NONE

ARTICLE V

The restrictions, if any, imposed by the articles of organization upon the transfer of shares of any class or series of stock are:

See "5A" attached hereto and incorporated herein

ARTICLE VI

Other lawful provisions, and if there are no such provisions, this article may be left blank.

See "6A" attached hereto and incorporated herein

Note: The preceding six (6) articles are considered to be permanent and may be changed only by filing appropriate articles of amendment.

ARTICLE VII

The effective date of organization of the corporation is the date and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a later effective date is desired, specify such date, which may not be later than the 90th day after the articles are received for filing:

January 2, 2006

ARTICLE VIII

The information contained in this article is not a permanent part of the articles of organization.

- a. The street address of the initial registered office of the corporation in the commonwealth:

24 Brattle Terrace, Arlington, MA., 02474

- b. The name of its initial registered agent at its registered office:

Narinder S. Guhania

- c. The names and street addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Narinder S. Guhania 24 Brattle Terrace, Arlington, MA., 02474

Treasurer: Narinder S. Guhania 24 Brattle Terrace, Arlington, MA., 02474

Secretary: Narinder S. Guhania 24 Brattle Terrace, Arlington, MA., 02474

Director(s): Narinder S. Guhania 24 Brattle Terrace, Arlington, MA., 02474

- d. The fiscal year end of the corporation: December 31

- e. A brief description of the type of business in which the corporation intends to engage: Restaurant

- f. The street address of the principal office of the corporation: 24 Brattle Street, Arlington, MA., 02474

- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

24 Brattle Street, Arlington, MA., 02474

(number, street, city or town, state, zip code)

, which is

- ☒ its principal office;
☐ an office of its transfer agent;
☐ an office of its secretary/assistant secretary;
☐ its registered office.

Signed this 28th day of November, 2005, by the incorporator(s):

Signature:

Narinder S. Guhania

Name:

Address: 24 Brattle Terrace, Arlington, MA., 02474

5A Restrictions:

Any Stockholder, including the heirs, assigns, executors, or administrators of a deceased Stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the Corporation through the Board of Directors in the manner following:

He shall notify the Directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell, or transfer, and the name of one arbitrator. The Directors shall within thirty (30) days thereafter either accept the offer, or by notice to him in writing name a second arbitrator, and those two (2) shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors shall have thirty (30) days within which to purchase the same at the said valuation, but if at the expiration of thirty (30) days the Corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he shall see fit.

No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

In the event that any Stockholder is divorced after acquisition of this stock, there can be no transfer, or assignment, on this stock as a division of Marital Property under G.L. Chapter 208, Section 34.

6A. OTHER LAWFUL PROVISIONS

- (a) The Directors may make, amend, or repeal the by-laws in whole or in part, except to any provision thereof which by law or the by-laws require action by the stockholders.
- (b) Meeting of the stockholders may be held anywhere in the United States.
- (c) The Corporation may be a partner in any business enterprise it would have power to conduct by itself.
- (d) The Directors shall have the power to fix from time to time their compensation. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, and Director, Officer or Stockholder of this Corporation individually, or any individual having any interest in any concern which is a stockholder of this Corporation, or any concern in which any such Director, Officer, Stockholder or individuals have any interest, may be a party to, or may be pecuniary or otherwise interest in any contract, transaction or other act of this Corporation, and
 - (1) such contract, transactions or act shall not be in any way invalidated or otherwise affected by that fact;
 - (2) no such Director, officer stockholder or individual shall be liable to account this Corporation for any profit or benefit realized through any such contract, transaction, or act;
 - (3) any such Director, of this Corporation may be counted in determining the existence of a quorum at any meeting of the Directors or of any committee thereof which shall authorize any such contract, transaction or act, and may vote to authorize the same;

The term "interest" including personal interest and interest as a Director, Officer, stockholder, shareholder, Trustee, member or beneficiary or any concern; and

The term "concern" meaning any corporation, association, trust, partnership, firm, person or other entity other than this Corporation

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Organization (General Laws Chapter 156D, Section 2.02; 950 CMR 113.16)

I hereby certify that upon examination of these articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$_____ having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20____, at _____ a.m./p.m.
time

Effective date: 1/2/06
(must be within 90 days of date submitted)

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Examiner

Filing fee: \$275 for up to 275,000 shares plus \$100 for each additional 100,000 shares or any fraction thereof.

Name approval

TO BE FILLED IN BY CORPORATION
Contact Information:

C

M

William Goldberg, Esq.

620 Massachusetts Avenue

Cambridge, MA., 02139

Telephone: (617) 868 8900

Email: _____

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor.
If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.